

DAVIS MALM &
D'AGOSTINE P.C.
ATTORNEYS AT LAW

Thomas S. Fitzpatrick

May 22, 2003

VIA FACSIMILE AND FIRST-CLASS MAIL

Jerry Everard, Esq.
Groff, Murphy, Tachtenberg & Everard, PLLC
300 East Pine
Seattle, WA 98122

Re: James R. Bartlett/GlobalWare Solutions, Inc.

Dear Mr. Everard:

As you know, Davis, Malm & D'Agostine, P.C. represents James R. Bartlett.

Enclosed is a copy of a series of e-mails between Erickson Shirley and Mr. Bartlett. As you will see, in two of his e-mails to Mr. Bartlett (dated April 3, 2003 and April 23, 2003), Mr. Shirley threatens the "initiation of a legal action" against Mr. Bartlett.

Mr. Shirley eventually called me directly. When we spoke on April 29, 2003, he repeatedly asserted that he and David Taylor are actively preparing to file a lawsuit against Mr. Bartlett. Indeed, he went on at some length asserting his intentions and his resolve to bring this lawsuit. While he made it clear that his claims were derivative in nature and arose from Mr. Bartlett's tenure as an officer and director of GlobalWare Solutions, Inc. (the "Company"), he demanded a settlement payment directly to himself and David Taylor. He also advised me that you were the attorney who would be representing him in this litigation.

I contacted you on May 1, 2003. You informed me that you had been authorized by Mr. Shirley to proceed with litigation against Mr. Bartlett. You also confirmed that the claims that would be asserted would arise from Mr. Bartlett's service as an officer and director of the Company.

Mr. Shirley has not articulated with any specificity his allegations against Mr. Bartlett. As such, it would be premature, indeed, pointless, to attempt to comment on their substantive merit or lack

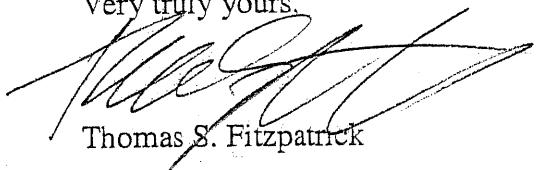
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thereof. What is clear, however, is that Mr. Shirley lacks standing to assert such claims on behalf of the Company. Even a casual reader of Delaware Chancery Court Rule 23.1 and the cases interpreting it would know that any lawsuit brought by Mr. Shirley asserting the types of claims he suggests would be procedurally dead on arrival. I respectfully urge you to abandon your proposed litigation so that Mr. Shirley and Mr. Bartlett may spend their time and money on more productive endeavors.

Very truly yours,



Thomas S. Fitzpatrick

TSF:dac
Enclosure

cc: James R. Bartlett (w/encl.)
Siri Boreske, Esq. (w/encl.)
Melissa B. Tearney, Esq. (w/encl.)

acts. I intend to proceed against all parties involved in these wrongful acts.

I have no interest in your stock. I am seeking a monetary settlement. If you are interested in settling this matter, I suggest a conference call to that end with you, your attorney and myself and my attorney. Please let me know if you have an interest in such discussions. Settlement of this matter after the initiation of a legal action will be far more costly to the defendants.

Erickson

----- Original Message -----

From: Jim Bartlett
Sent: Tuesday, April 01, 2003 6:26 PM
To: Erickson Shirley
Cc: Jim Bartlett
Subject: Fw: settlement

Please advise!

----- Original Message -----

From: Bartlett, Jim
To: 'moe25moe25 SHIRLEY'
Sent: Wednesday, March 26, 2003 5:11 PM
Subject: settlement

I think it would be best if our discussion is in e-mail form. How do you feel about an independent appraisal of the company prior to the next round?

-----Original Message-----

From: moe25moe25 SHIRLEY [mailto:moe25moe25@msn.com]
Sent: Wednesday, March 26, 2003 12:07 PM
To: jbartlett@gwsmail.com
Subject: settlement

Jim,

I would like to discuss a possible settlement with you. I can be reached at 415 559 9277. If you get my voice mail, leave a number where I can reach you.

Erickson

Jim Bartlett

From: "moe25moe25 SHIRLEY" <moe25moe25@msn.com>
To: "Jim Bartlett" <bart1818@attbi.com>
Sent: Wednesday, April 23, 2003 2:21 PM
Subject: Re: settlement

Jim,

Due to my mother's death I was unable to reply to your email sooner.

Before you were forced to resign as CEO of Globalware, it's general counsel told you that your breaches of fiduciary duty and other wrongful conduct damaged Globalware and it's investors in an amount exceeding one million dollars. Since then, the new management has informed you that an audit has discovered many other wrongful acts on your part, including embezzlement and fraud. I am willing to discuss your wrongful acts and the settlement of them with you and your attorney. If you have an interest in such settlement talks please contact me by the end of this week. Settlement of this matter after the initiation of a legal action will be far more costly to the defendants.

Apparently, an investigation by Globalware has revealed that you have attempted to shield your assets from any judgments. I have seen this tried before and I can assure you that not only will such deception not shield your assets, but your actions will be used as evidence to show your wrongful intent.

Erickson

--- Original Message ---

From: Jim Bartlett
Sent: Friday, April 04, 2003 5:59 PM
To: moe25moe25 SHIRLEY
Cc: Jim Bartlett
Subject: Re: settlement

Erickson, If you think that I breached my fiduciary responsibility, put your contentions in writing, provide specifics and we can go from there.

--- Original Message ---

From: moe25moe25 SHIRLEY
To: Jim Bartlett
Sent: Thursday, April 03, 2003 12:39 PM
Subject: Re: settlement

Jim,

Since your departure from Globalware, unequivocal evidence has been found showing that you flagrantly breached your fiduciary duties while CEO and Chairman of Globalware. These breaches include deceiving shareholders, self dealing, fraud and embezzlement. Additionally, this evidence shows that your family and other Globalware executives were involved in these